

HEARING DATE: OCTOBER 19, 2006  
HEARING TIME: 10:00 A.M.  
OBJECTION DEADLINE: OCTOBER 12, 2006 at 4:00 P.M.

TOGUT, SEGAL & SEGAL LLP  
Conflicts Counsel for  
Debtors and Debtors in Possession  
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Albert Togut (AT-9759)  
Neil Berger (NB-3599)

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re: :  
: Chapter 11  
DELPHI CORPORATION et al., : Case No. 05-44481 (RDD)  
: (Jointly Administered)  
: Debtors. :  
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**NOTICE OF SECOND APPLICATION OF TOGUT, SEGAL &  
SEGAL LLP FOR AN ALLOWANCE OF INTERIM COMPENSATION  
FOR SERVICES RENDERED AS CONFLICTS COUNSEL FOR THE  
DEBTORS FOR THE PERIOD FEBRUARY 1, 2006 THROUGH  
MAY 31, 2006 AND FOR REIMBURSEMENT OF EXPENSES**

**PLEASE TAKE NOTICE** that on July 31, 2006, Togut, Segal & Segal LLP, as conflicts counsel to Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, Debtors and Debtors in Possession in the above-captioned cases (collectively, the "Debtors"), filed its second application for an allowance of interim compensation for professional services rendered to the Debtors for the period February 1, 2006 through and including May 31, 2006 and for reimbursement of expenses incurred in connection with such services (the "Application").

**PLEASE TAKE FURTHER NOTICE** that a hearing to consider approval of the Motion will be held on October 19, 2006, at 10:00 a.m. (Prevailing Eastern Time) (the "Hearing") before the Honorable Robert D. Drain, United States Bankruptcy Court

for the Southern District of New York, One Bowling Green, Room 610, New York, New York 10004.

**PLEASE TAKE FURTHER NOTICE** that objections, if any, to approval of the Application (a) must be in writing, (b) must conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Order under 11 U.S.C. §§ 102 (1) and 105 and Fed. R. Bankr. P. 2002(m), 9006, 9007, and 9014 Establishing (i) Omnibus Hearing Dates, (ii) Certain Notice, Case Management, and Administrative Procedures, and (iii) Scheduling an Initial Case Conference in Accordance with Local Bankr. R. 1007-2(e) (the "Case Management Order") (Docket No. 245), (c) must be filed with the Bankruptcy Court in accordance with General Order M-242 (as amended) - registered users of the Bankruptcy Court's case filing system must file electronically, and all other parties-in-interest must file on a 3.5 inch disk (preferably in Portable Document Format (PDF), WordPerfect, or any other Windows-based word processing format), (d) must be submitted in hard-copy form directly to the chambers of the Honorable Robert D. Drain, United States Bankruptcy Judge, and (e) and must be served upon: (i) Delphi Corporation, 5725 Delphi Drive, Troy, Michigan 48098 (Attn: General Counsel); (ii) counsel for the Debtors, Skadden, Arps, Slate, Meagher & Flom LLP, 333 West Wacker Drive, Suite 2100, Chicago, IL 60606 (Attn: John Wm. Butler, Jr., Esq.); (iii) conflicts counsel for the Debtors, Togut, Segal & Segal LLP, One Penn Plaza, New York, New York 10119 (Attn: Albert Togut, Esq. and Neil Berger, Esq.); (iv) counsel for the agent under the Debtors' prepetition credit facility, Simpson Thacher & Bartlett LLP, 425 Lexington Avenue, New York, New York 10017 (Attn: Kenneth S. Ziman, Esq.); (v) counsel for the agent under the Debtors' postpetition credit facility, Davis Polk & Wardwell, 450 Lexington Avenue, New York, New York 10017 (Attn: Marlane Melican, Esq.); (vi) counsel for the Official Committee

of Unsecured Creditors, Latham & Watkins LLP, 885 Third Avenue, New York, New York 10022 (Attn: Robert J. Rosenberg, Esq. and Mark A. Broude, Esq.); and (vii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, Suite 2100, New York, New York 10004 (Attn: Alicia M. Leonhard, Esq.), in each case so as to be **received** no later than **4:00 p.m. (Prevailing Eastern Time) on October 12, 2006** (the "Objection Deadline").

**PLEASE TAKE FURTHER NOTICE** that only those timely-written objections made in accordance herewith, and timely filed and received by the Objection Deadline will be considered by the Bankruptcy Court, and that if no objections to the Application are timely filed and served the Bankruptcy Court may enter an order granting the Application without further notice.

Dated: New York, New York  
July 31, 2006

TOGUT, SEGAL & SEGAL LLP,  
Conflicts Counsel for the Debtors  
and Debtors in Possession

/s/ Albert Togut  
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